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Attorney's Docket No.: 13407-020001

COMBINED DECLARATION AND POWER OF ATTORNEY

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name.

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled REGULATION OF THE GROWTH HORMONE/IGF-1 AXIS, the specification of which was filed on September 5, 2003 as Application Serial No. 10/656,530.

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose all information I know to be material to patentability in accordance with Title 37, Code of Federal Regulations, §1.56.

I hereby claim the benefit under Title 35, United States Code, §119(e)(1) of any United States provisional application(s) listed below:

U.S. Serial No.	Filing Date	Status
60/487,308	July 14, 2003	Pending
60/487,344	July 14, 2003	Pending
60/408,560	September 6, 2002	Pending

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patents issued thereon.

Full Name of Inventor: PETER DISTEFANO

Inventor's Signature:

Date: 1/5/04

Residence Address: Southboro, MA

Citizenship: United States

Post Office Address: 80 Mount Vickery Road
Southboro, MA 01772

Full Name of Inventor: CYNTHIA A. BAYLEY

Inventor's Signature:

Date: 1/6/04

Residence Address: Norwell, MA

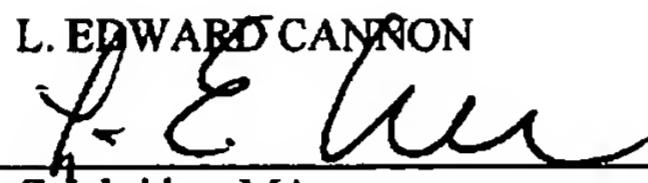
Citizenship: United States

Post Office Address: 110 Chittenden Lane
Norwell, MA 02061

Combined Declaration and Power of Attorney
Page 2 of 2 Pages

Full Name of Inventor: L. EDWARD CANNON

Inventor's Signature:



Date: 1/15/04

Residence Address: Cambridge, MA

United States

Citizenship: United States
Post Office Address: 345 Columbia Street, #1
Cambridge, MA 02141

20730935.doc



Attorney's Docket No.: 13407-020001

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant : DiStefano et al.
Serial No. : 10/656,530
Filed : September 5, 2003
Title : REGULATION OF THE GROWTH HORMONE/IGF-1 AXIS

Commissioner for Patents
P.O. Box 1450
Alexandria, VA 22313-1450

POWER OF ATTORNEY BY ASSIGNEE AND ELECTION OF
ASSIGNEE TO CONDUCT PROSECUTION TO EXCLUSION OF INVENTORS

The undersigned, as authorized representative of the assignee of the entire right, title and interest in the above-identified application, hereby appoints:

Louis Myers, Reg. No. 35,965	Leda I. Trivinos, Reg. No. 50,635
John J. Gagel, Reg. No. 33,499	Laurie Butler Lawrence, Reg. No. 46,593
Robert C. Nabinger, Reg. No. 33,431	Laura Brass, Reg. No. 54,000
Ramon K. Tabtiang, Reg. No. P55,658	Catherine M. McCarty, Reg. No. 54,301

as its attorneys and agents to prosecute the application and to transact all business in the Patent and Trademark Office connected therewith with full powers of substitution and revocation, said appointment to be to the exclusion of the inventors and their attorneys and agents in accordance with the provisions of 37 CFR §3.71 *et seq.* of the Patent Office Rules of Practice.

Ownership is in the assignee by virtue of the assignment documents recorded on January 16, 2004 at Reel 014266 and Frame 0196 (copy enclosed). The documents evidencing ownership have been reviewed and to the best of the assignee's knowledge and belief, title is in the assignee.

Please direct all communications regarding the application to Louis Myers at the address and telephone numbers indicated below:

PTO Customer Number: 26161

FISH & RICHARDSON P.C.
225 Franklin Street
Boston, MA 02110-2804
Telephone: (617) 542-5070
Facsimile: (617) 542-8906

Signature: _____

Name: Alan Watson

Title: Chief Business Officer

Assignee: Elixir Pharmaceuticals, Inc.



UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office
ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231



JANUARY 20, 2004

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FISH & RICHARDSON P.C.
LOUIS MYERS
225 FRANKLIN STREET
BOSTON, MA 02110-2804

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 01/16/2004

REEL/FRAME: 014266/0196
NUMBER OF PAGES: 4

BRIEF: ASSIGNMENT OF ASSIGNEE'S INTEREST (SEE DOCUMENT FOR DETAILS).

ASSIGNEE:

DISTEFANO, PETER

DOC DATE: 01/05/2004

ASSIGNEE:

BAYLEY, CYNTHIA A.

DOC DATE: 01/06/2004

ASSIGNEE:

CANNON, EDWARD

DOC DATE: 01/05/2004

ASSIGNEE:

ELIXIR PHARMACEUTICALS, INC.
ONE KENDALL SQUARE
BUILDING 1000-FIFTH FLOOR
CAMBRIDGE, MASSACHUSETTS 02139

SERIAL NUMBER: 10656530

FILING DATE: 09/05/2003
ISSUE DATE:

PATENT NUMBER:

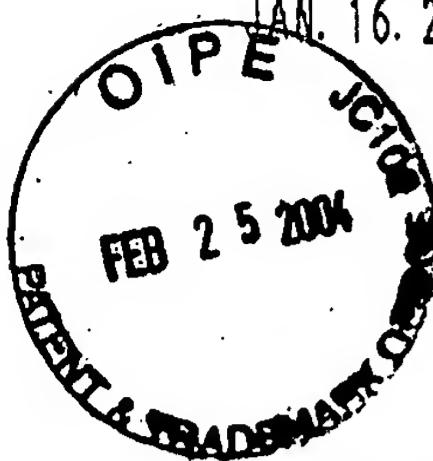
014266/0196 PAGE 2

LAZENA MARTIN, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

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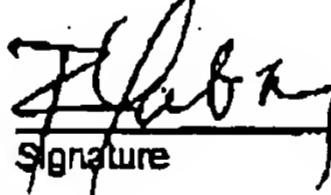
FISH & RICHARDSON 617-542-8906
01/16/2004
700061114

NO. 9402 P. 2/5

Substitute Form PTO-1595
Attorney Docket No.: 13407-020001

RECORDATION FORM COVER SHEET PATENTS ONLY

Commissioner for Patents: Please record the attached original document(s) or copy(ies).

<p>1. Name of conveying party(ies): Peter DiStefano, Cynthia A. Bayley and L. Edward Cannon</p> <p>Additional name(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Elixir Pharmaceuticals, Inc. One Kendall Square Building 1000-Fifth Floor Cambridge, MA 02139</p>
<p>3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: Execution Date: 01/05/04; 01/06/04; 01/05/04 </p>	
<p>Additional names/addresses attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>4. Application number(s) or patent number(s): If this document is being filed with a new application, the execution date of the application is:</p>	
<p>A. Patent Application No(s): 10/656,630</p>	<p>B: Patent No(s):</p>
<p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>5. Name/address of party to whom correspondence concerning document should be mailed: LOUIS MYERS Fish & Richardson P.C. 225 Franklin Street Boston, MA 02110-2804</p>	
<p>6. Total number of applications/patents involved: 1</p>	
<p>7. Total fee (37 CFR §3.41): \$40 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to charge Deposit Account</p>	
<p>8. Deposit Account No.: 06-1050 Please apply any additional charges, or any credits, to our Deposit Account No. 06-1050.</p>	
<p>DO NOT USE THIS SPACE</p>	
<p>9. Statement and Signature: To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</p>	
<p>Ramon K. Tabtiang Reg. No. P55,658 Name of Person Signing</p>	<p> Signature</p>
<p>1/16/04 Date</p>	
<p>Total number of pages including coversheet, attachments and document: 5</p>	

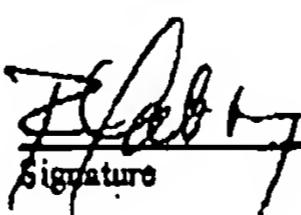
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G1-1 \$40.00 061050 10656530

CERTIFICATE OF TRANSMISSION BY FACSIMILE

I hereby certify that this correspondence is being transmitted by facsimile to the Patent and Trademark Office on the date indicated below.

1/16/04
Date of Transmission


Signature

Ramon TABTIANG
Typed Name of Person Signing Certificate

ASSIGNMENT

For valuable consideration, we, PETER DISTEFANO of Southboro, MA, CYNTHIA A. BAYLEY of Norwell, MA, and L. EDWARD CANNON of Cambridge, MA, hereby assign to: Elixir Pharmaceuticals, Inc., a corporation of Delaware having a place of business at:

One Kendall Square
Building 1000-Fifth Floor
Cambridge, MA 02139; and

its successors and assigns (collectively hereinafter called "the Assignee"), the entire right, title and interest throughout the world in the inventions and improvements which are subject of an application for United States Patent signed by us, entitled REGULATION OF THE GROWTH HORMONE/IGF-1 AXIS, filed September 5, 2003, and assigned U.S. Serial Number 10/656,530, and an International patent application signed by us, filed September 8, 2003, and assigned Serial Number PCT/US03/28096, this assignment including said applications, any and all United States and foreign patents, utility models, and design registrations granted for any of said inventions or improvements, and the right to claim priority based on the filing date of said application under the International Convention for the Protection of Industrial Property, the Patent Cooperation Treaty, the European Patent Convention, and all other treaties of like purposes; and we authorize the Assignee to apply in all countries in our name or in its own name for patents, utility models, design registrations and like rights of exclusion and for inventors' certificates for said inventions and improvements; and we agree for ourselves and our respective heirs, legal representatives and assigns, without further compensation to perform such lawful acts and to sign such further applications, assignments, Preliminary Statements and other lawful documents as the Assignee may reasonably request to effectuate fully this assignment.

IN WITNESS WHEREOF, I hereto set my hand and seal at Cambridge, MA
this 5th day of January, 2004
Peter Distefano _____ L.S.
PETER DISTEFANO

State of Massachusetts :

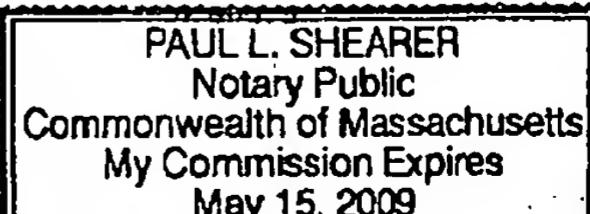
: ss.

County of Middlesex :

Before me this 5th day of January, 2004, personally appeared PETER DISTEFANO known to me to be the person whose name is subscribed to the foregoing Assignment and acknowledged that he executed the same as his free act and deed for the purposes therein contained.

Paul L. Shearer
Notary Public

My Commission Expires:



[Notary's Seal Here]

IN WITNESS WHEREOF, I hereto set my hand and seal at Cambridge, MA,
this 6 day of January, 2004
CYNTHIA A. BAYLEY L.S.

State of Massachusetts :

: ss.

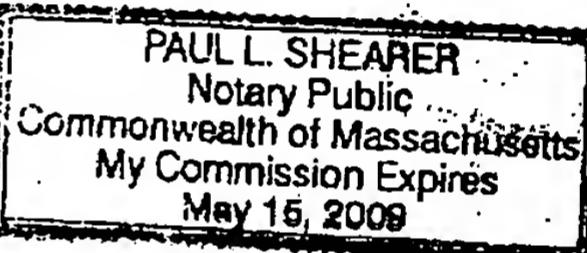
County of Middlesex :

Before me this 6th day of January, 2004, personally appeared
CYNTHIA A. BAYLEY known to me to be the person whose name is subscribed to the foregoing
Assignment and acknowledged that he executed the same as his free act and deed for the purposes therein
contained.

Paul Shear

Notary Public

My Commission Expires:



[Notary's Seal Here]

IN WITNESS WHEREOF, I hereto set my hand and seal at _____,
this _____ day of _____, 20_____

L.S.

L. EDWARD CANNON

State of _____ :

: ss.

County of _____ :

Before me this _____ day of _____, 20_____, personally appeared
L. EDWARD CANNON known to me to be the person whose name is subscribed to the foregoing
Assignment and acknowledged that he executed the same as his free act and deed for the purposes therein
contained.

Notary Public

My Commission Expires:

[Notary's Seal Here]

IN WITNESS WHEREOF, I hereto set my hand and seal at _____
this _____ day of _____, 20_____

CYNTHIA A. BAYLEY

State of _____ :

: ss.

County of _____ :

Before me this _____ day of _____, 20_____, personally appeared
CYNTHIA A. BAYLEY known to me to be the person whose name is subscribed to the foregoing
Assignment and acknowledged that he executed the same as his free act and deed for the purposes therein
contained.

Notary Public

My Commission Expires:

[Notary's Seal Here]

IN WITNESS WHEREOF, I hereto set my hand and seal at Cambridge, MA
this 5 day of January, 2004

L. EDWARD CANNON

L.S.

State of Massachusetts :

: ss.

County of Middlesex :

Before me this 5th day of January, 2004, personally appeared
L. EDWARD CANNON known to me to be the person whose name is subscribed to the foregoing
Assignment and acknowledged that he executed the same as his free act and deed for the purposes therein
contained.

Paul L. Shearer

Notary Public

My Commission Expires:

[Notary's Seal Here]

